

R&M Docket No.: 1700-2
Client Docket No.: WD1-96-008x

COMBINED DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship is as stated below next to my name,

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

<i>insert title of invention:</i>
CONDITIONAL PURCHASE OFFER MANAGEMENT SYSTEM

the specification of which

<i>check one:</i>	
X	is attached hereto; or
	was filed as U.S. Patent Application Serial No. _____ on _____, and was amended on _____ (if applicable); or
	was described and claimed in International Application No. _____ filed on _____ and as amended on _____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendments referred to above, and that it contains a full, clear, concise and exact description of the subject matter for which a patent is sought.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, § 1.56.

Prior Application(s)

(Check if applicable) I hereby claim foreign priority benefits under Title 35, United States Code § 119, of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

			Priority Claimed?	
			<input type="checkbox"/>	<input type="checkbox"/>
(Number)	(Country)	Day/month/year filed	Yes	No
			<input type="checkbox"/>	<input type="checkbox"/>
(Number)	(Country)	Day/month/year filed	Yes	No

(Check if applicable) I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) listed below:

08/707,660	September 4, 1996	Pending
(Application Serial No.)	(Filing Date)	Status (Patented, pending, abandoned)
(Application Serial No.)	(Filing Date)	Status (Patented, pending, abandoned)

(Check if applicable) In this continuation-in-part application, insofar as the subject matter of any of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, Section 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

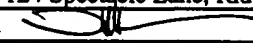
I hereby appoint Joseph B. Ryan, Reg. No. 37,922, and Kevin M. Mason, Reg. No. 36,597, of the firm of Ryan & Mason, L.L.P., whose address is 40 Cranston Street, Fairfield, Connecticut 06430, and Jeffrey L. Brandt, Reg. No. 31,490, and Robert R. Lech, Reg. No. 37,169, of Walker Digital, whose address is Four High Ridge Park, Stamford, CT 06905, as my attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Please address all written correspondence to the following address:


Ryan & Mason, L.L.P.
40 Cranston Street
Fairfield, CT 06430
Fax (203) 255-6570

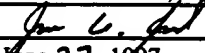
Telephone Calls should be directed to Kevin M. Mason, by dialing (203) 255-6560.


Wherefore I pray that Letters Patent be granted for the invention or discovery described and claimed in the foregoing specification and claims, and I hereby subscribe my name to the foregoing specification and claims, declaration, power of attorney, and this petition.

Full name of sole or first inventor:	Jay S. WALKER
Residence:	Same as Post Office Address
Citizenship:	U.S.A.
Post Office Address:	124 Spectacle Lane, Ridgefield, Connecticut 06877
Inventor's signature:	
Date:	June 27, 1997

ADDED PAGE TO COMBINED DECLARATION AND POWER OF ATTORNEY
FOR SECOND AND SUBSEQUENT INVENTORS

Full name of second inventor (if any):	Bruce SCHNEIER
Residence:	Same as Post Office Address
Citizenship:	U.S.A.
Post Office Address:	101 Minnehaha Parkway, MN 55419
Inventor's signature:	
Date:	June 26, 1997

Full name of third inventor (if any):	James A. JORASCH
Residence:	Same as Post Office Address
Citizenship:	U.S.A.
Post Office Address:	25 Forest Street, Stamford, CT 06901
Inventor's signature:	
Date:	June 27, 1997

Full name of fourth inventor (if any):	T. Scott CASE
Residence:	Same as Post Office Address
Citizenship:	U.S.A.
Post Office Address:	29 Anthony Lane, Darien, Connecticut 06820
Inventor's signature:	
Date:	June 27, 1997

PATENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant(s) : Jay S. Walker, et. al.
Serial No. : 08/889,319
Filed : July 8, 1997
For : CONDITIONAL PURCHASE OFFER MANAGEMENT
SYSTEM

ASSOCIATE POWER OF ATTORNEY

ASSISTANT COMMISSIONER FOR PATENTS
Washington, D.C. 20231

Sir:

Please recognize John A. Diaz (Reg. No. 19,550), John C. Vassil (Reg. No. 19,098), Alfred P. Ewert (Reg. No. 19,887), David H. Pfeffer (Reg. No. 19,825), Harry C. Marcus (Reg. No. 22,390), Robert E. Paulson (Reg. No. 21,046), Stephen R. Smith (Reg. No. 22,615), Kurt E. Richter (Reg. No. 24,052), J. Robert Dailey (Reg. No. 27,434), Eugene Moroz (Reg. No. 25,237), John F. Sweeney (Reg. No. 27,471), Arnold I. Rady (Reg. No. 26,601), Christopher A. Hughes (Reg. No. 26,914), William S. Feiler (Reg. No. 26,728), Joseph A. Calvaruso (Reg. No. 28,287), James W. Gould (Reg. No. 28,859), Richard C. Komson (Reg. No. 27,913), Israel Blum (Reg. No. 26,710), Bartholomew Verdirame (Reg. No. 28,483), Maria C.H. Lin (Reg. No. 29,323), Joseph A. DeGirolamo (Reg. No. 28,595), Michael A. Nicodema (Reg. No. 33,199), Michael P. Dougherty (Reg. No. 32,730), Seth J. Atlas (Reg. No. 32,454), Andrew M. Riddles (Reg. No. 31,657), Bruce D. DeRenzi (Reg. No. 33,676), Michael M. Murray (Reg. No. 32,537), Mark J. Abate (Reg. No. 32,527), Alfred L. Haffner, Jr. (Reg. No. 18,919), Harold Haidt (Reg. No. 17,509), John T. Gallagher (Reg. No. 35,516), Steven F. Meyer (Reg. No. 35,613), Kenneth H. Sonnenfeld (Reg. No. 33,285), and Walter G. Hanchuk (Reg. 35,179) of Morgan & Finnegan, L.L.P. whose address is: 345 Park Avenue, New York, New York, 10154; and Edward A. Pennington (Reg. No. 32,588), Michael S. Marcus (Reg. No. 31,727) and John E. Hoel (Reg. No. 26,279) of Morgan & Finnegan, L.L.P., whose address is 1775 Eye Street, Suite 400,

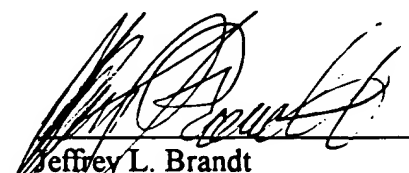
Washington, D.C. 20006: as associate attorneys in the above-mentioned application, with full power to prosecute said application, to make alterations and amendments therein, and to transact all business in the Patent and Trademark Office connected therewith.

Respectfully submitted,

priceline.com Incorporated

Dated: 3/15/99

By:


Jeffrey L. Brandt
Reg. No. 31,490
Attorney for Applicant[s]

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant(s) : Jay S. Walker et al. Prior Appln. Serial No. 08/889,319
Group Art Unit: 2765
Serial No : TBA Examiner: Penny Caudle
Filed : November 18, 1999
For : **CONDITIONAL PURCHASE OFFER MANAGEMENT SYSTEM**

Assistant Commissioner for Patents
Washington, D.C. 20231

REQUEST TO CHANGE CORRESPONDENCE ADDRESS

Sir.:

Please change the correspondence address of record in the above-identified application
and direct all future correspondence to:

Walter G. Hanchuk
MORGAN & FINNEGAN, L.L.P.
345 Park Avenue
New York, New York 10154
Telephone No.: (212) 758-4800
Facsimile No.: (212) 751-6849

Respectfully submitted,
MORGAN & FINNEGAN, L.L.P.

By:

Walter G. Hanchuk
Reg. No. 35,179

Dated: November 18, 1999

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EXPRESS MAIL CERTIFICATE

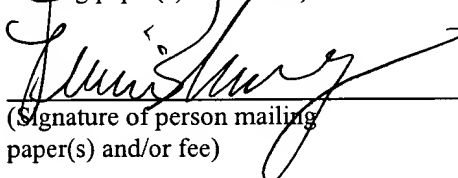
Express Mail Label No. EJ606951990US

Date of Deposit November 18, 1999

I hereby certify that the following attached paper(s) and/or fee Utility Application and Fee Transmittal
(enclosing 29 pages of specification, 1 page of abstract, 17 pages of claims and 27 sheets of formal drawings (Figs
1-19)) (two copies); a copy of the Executed Declaration and Power of Attorney (3pages); a copy of Associate Power
of Attorney; copy of PTO Forms-1449; Information Disclosure Statement(two copies); Request to Change
Correspondence Address; Return Postcard is being deposited with the United States Postal Service "Express Mail
Post Office to Addressee" service under 37 C.F.R. §1.10 on the date indicated above and is addressed to the
Assistant Commissioner for Patents, Washington, D.C. 20231.

Vivian Zhang

(Typed or printed name of person
mailing paper(s) and/or fee)


(Signature of person mailing
paper(s) and/or fee)

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FORM: EXP-MAIL.NY
Rev. 05/27/98